

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	:
	Case No. 18-23538 (RDD)
	:
Debtors.¹	:
	(Jointly Administered)
-----X	

**CERTIFICATE OF NO OBJECTION
PURSUANT TO 28 U.S.C. § 1746 REGARDING DEBTORS'
SIXTH OMNIBUS OBJECTION TO PROOFS OF CLAIM (SATISFIED CLAIMS)**

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court’s case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), the undersigned hereby certifies as follows:

1. On September 5, 2019, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), filed the *Debtors’ Sixth Omnibus Objection to Proofs of Claim (Satisfied Claims)* (ECF No. 5075) (the “**Omnibus Objection**”).
2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the “**Response Deadline**”). The Response Deadline was set for September 26, 2019, at 4:00 p.m. (Prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.
3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on Exhibit 1 (the “**Satisfied Claims**”) to the proposed order granting the relief requested in the Omnibus Objection annexed hereto as Exhibit A (the “**Proposed Order**”), no responsive pleadings to have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

4. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: October 22, 2019
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i>	:	Case No. 18-23538 (RDD)
	:	
Debtors. ¹	:	(Jointly Administered)
	X	

**ORDER GRANTING DEBTORS'
SIXTH OMNIBUS OBJECTION TO PROOFS OF CLAIM (SATISFIED CLAIMS)**

Upon the *Debtors' Sixth Omnibus Objection to Proofs of Claim (Satisfied Claims)*, filed September 5, 2019 (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), for an order (i) disallowing and expunging the Satisfied Claims (as defined below), and (ii) granting related relief, as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance

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² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having entered the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) (the “**Claims Procedures Order**”); and due and proper notice of the relief requested in the Objection having been provided in accordance with the Claims Procedures Order, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and it appearing that other or further notice need be provided; and upon the record of all of the proceedings had before the Court; and the Court having found and determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each of the claims listed on Exhibit 1 annexed hereto is hereby disallowed and expunged to the extent set forth on Exhibit 1.
3. Nothing in this Order or in the Objection (i) constitutes any finding or determination concerning the identification of the agreements that were assumed and assigned to Transform Holdco LLC or any of its affiliates (collectively, “**Transform**”) or the liabilities, if any, associated therewith, or (ii) imposes any obligation on Transform to satisfy any of the Satisfied Claims listed on Exhibit 1 hereto, as to which all of Transform’s rights and defenses are expressly reserved.

4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. This Court shall retain jurisdiction over the Debtors and the claimants whose claims are subject to the Objection with respect to any matters related to or arising from the Objection or the implementation of this Order.

6. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2019
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Debtors' Sixth Omnibus Objection to Claims
Exhibit 1 - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged					
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim
1.	Action Time, INC.	15990	SHC Licensed Business LLC	\$32,767.00	Disallowed in its entirety and expunged
2.	Amazon Web Services, Inc.	8195	Sears Holdings Corporation	\$668,672.49	Disallowed in its entirety and expunged
3.	Amazon.com Services, Inc.	16471	Sears Brands Management Corporation	\$16,112,554.00	Disallowed in its entirety and expunged
4.	Appriss Inc.	15317	Sears Holdings Corporation	\$3,650.00	Disallowed in its entirety and expunged
5.	Bridgeline Digital, Inc.	5436	Sears Holdings Management Corporation	\$1,047.95	Disallowed in its entirety and expunged
6.	Bridgeline Digital, Inc.	5442	Sears Holdings Management Corporation	\$1,047.95	Disallowed in its entirety and expunged
7.	Bridgeline Digital, Inc.	5445	Sears Holdings Management Corporation	\$1,972.61	Disallowed in its entirety and expunged
8.	Bridgeline Digital, Inc.	5447	Sears Holdings Management Corporation	\$12,115.07	Disallowed in its entirety and expunged
9.	Bridgeline Digital, Inc.	5448	Sears Holdings Management Corporation	\$1,972.61	Disallowed in its entirety and expunged
10.	Bridgeline Digital, Inc.	5456	Sears Holdings Management Corporation	\$39,180.00	Disallowed in its entirety and expunged
11.	Bridgeline Digital, Inc.	5457	Sears Holdings Management Corporation	\$782.32	Disallowed in its entirety and expunged
12.	Bridgeline Digital, Inc.	5463	Sears Holdings Management Corporation	\$2,202.74	Disallowed in its entirety and expunged
13.	Bridgeline Digital, Inc.	5464	Sears Holdings Management Corporation	\$7,335.00	Disallowed in its entirety and expunged
14.	Bridgeline Digital, Inc.	5504	Sears Holdings Management Corporation	\$3,390.00	Disallowed in its entirety and expunged
15.	Bridgeline Digital, Inc.	5514	Sears Holdings Management Corporation	\$48,970.00	Disallowed in its entirety and expunged
16.	CA INC - 1000871137	12399	Sears Holdings Corporation	\$208,205.82	Disallowed in its entirety and expunged
17.	Canon Financial Services, Inc.	6236	Sears Holdings Corporation	\$2,555,780.60	Disallowed in its entirety and expunged
18.	Canon Financial Services, Inc.	6245	Sears Holdings Management Corporation	\$2,444,780.60	Disallowed in its entirety and expunged
19.	Canon Financial Services, Inc.	14497	Sears Holdings Corporation	\$163,916.99	Disallowed in its entirety and expunged
20.	Canon Financial Services, Inc.	14624	Sears Holdings Management Corporation	\$163,916.99	Disallowed in its entirety and expunged
21.	Canon Financial Services, Inc.	15054	Sears Holdings Corporation	\$163,916.99	Disallowed in its entirety and expunged

* Asserted amount includes any unliquidated amounts.

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Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged					
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim
22.	CFP Fire Protection, Inc (d.b.a Consolidated Fire protection)	18139	Sears, Roebuck de Puerto Rico, Inc.	\$1,716,555.68	Disallowed in its entirety and expunged
23.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	18396	Kmart Operations LLC	\$1,716,555.68	Disallowed in its entirety and expunged
24.	CFP Fire Protection, Inc. (d.b.a. Consolidated Fire Protection)	17085	Sears, Roebuck and Co.	\$1,716,555.68	Disallowed in its entirety and expunged
25.	CFP Fire Protection, Inc. (d.b.a. Consolidated Fire Protection)	17352	Sears Operations LLC	\$1,716,555.68	Disallowed in its entirety and expunged
26.	CFP Fire Protection, Inc. (d.b.a. Consolidated Fire Protection)	17488	Kmart Corporation	\$1,716,555.68	Disallowed in its entirety and expunged
27.	CFP Fire Protection, Inc. (d.b.a. Consolidated Fire Protection)	18129	Innovel Solutions, Inc.	\$1,716,555.68	Disallowed in its entirety and expunged
28.	CFP Fire Protection, Inc. (d.b.a. Consolidated Fire Protection)	18255	Sears Home Improvement Products, Inc.	\$1,716,555.68	Disallowed in its entirety and expunged
29.	Chatmeter, Inc.	6318	Sears Holdings Corporation	\$15,488.06	Disallowed in its entirety and expunged
30.	Comosoft, Inc.	15909	Sears Holdings Corporation	-	Disallowed in its entirety and expunged
31.	Conduent Business Services, LLC dba Conduent Commercial Solutions, LLC	15653	Sears Holdings Management Corporation	\$76,103.26	Disallowed in its entirety and expunged
33.	Descartes Systems (USA) LLC	10549	Sears Holdings Management Corporation	\$117,775.02	Disallowed in its entirety and expunged
34.	DFS Services LLC	16846	Sears Home & Business Franchises, Inc.	-	Disallowed in its entirety and expunged
35.	DFS Services LLC	18092	Sears Home Improvement Products, Inc.	-	Disallowed in its entirety and expunged
36.	DFS Services LLC	18349	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged
37.	DFS SERVICES LLC	18357	Kmart Corporation	-	Disallowed in its entirety and expunged
38.	Dunbar Armored, Inc.	16247	Kmart Corporation	\$172,574.34	Disallowed in its entirety and expunged
39.	Dunbar Armored, Inc.	17293	Sears Holdings Corporation	\$172,574.34	Disallowed in its entirety and expunged
40.	EXECUTIVE PROPERTY SOLUTIONS INC	8460	Sears Holdings Corporation	\$350,000.00	Disallowed in its entirety and expunged
41.	Executive Property Solutions, Inc.	11443	Sears Home & Business Franchises, Inc.	\$350,000.00	Disallowed in its entirety and expunged
42.	Executive Property Solutions, Inc.	15195	Sears Home & Business Franchises, Inc.	\$83,232.36	Disallowed in its entirety and expunged
43.	Executive Property Solutions, Inc.	16517	Sears Home & Business Franchises, Inc.	\$83,232.36	Disallowed in its entirety and expunged

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit 1 - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged

Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim
44.	Executive Property Solutions, Inc.	18599	Sears Home & Business Franchises, Inc.	\$46,240.20	Disallowed in its entirety and expunged
45.	Extreme Networks, Inc.	9153	Sears Holdings Management Corporation	\$1,031,091.27	Disallowed in its entirety and expunged
46.	First Data Merchant Services LLC	16524	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged
47.	Flatbush Center Parking LLC	4101	Sears Holdings Corporation	\$3,700,000.00	Disallowed in its entirety and expunged
48.	Flatbush Center Parking LLC	11700	Sears Holdings Corporation	\$3,700,000.00	Disallowed in its entirety and expunged
49.	Flatbush Center Parking LLC	19683	Sears Holdings Corporation	\$5,761,512.27	Disallowed in its entirety and expunged
50.	Genesis Consulting LLC	38	Sears Home & Business Franchises, Inc.	\$15,680.00	Disallowed in its entirety and expunged
51.	Genesis Consulting LLC	354	Sears Home & Business Franchises, Inc.	\$12,880.00	Disallowed in its entirety and expunged
52.	Genesis Consulting LLC	9047	Sears Home & Business Franchises, Inc.	\$12,880.00	Disallowed in its entirety and expunged
54.	Greenwood Industries, Inc.	9191	Sears, Roebuck and Co.	\$61,025.00	Disallowed in its entirety and expunged
55.	Greenwood Industries, Inc.	9201	Sears Holdings Management Corporation	\$61,025.00	Disallowed in its entirety and expunged
56.	HomeDeliveryLink, Inc.	15738	Innoven Solutions, Inc.	\$5,000,000.00	Disallowed in its entirety and expunged
57.	Inland Washington LLC	15695	Sears, Roebuck and Co.	\$80,197.86	Disallowed in its entirety and expunged
58.	Iron Mountain Information Management, LLC	16212	Sears Home Improvement Products, Inc.	\$3,276.83	Disallowed in its entirety and expunged
59.	Iron Mountain Information Management, LLC	16724	Florida Builder Appliances, Inc.	\$155.04	Disallowed in its entirety and expunged
60.	Iron Mountain Information Management, LLC	16909	Sears, Roebuck and Co.	\$3,463.17	Disallowed in its entirety and expunged
61.	Iron Mountain Information Management, LLC	17041	Sears Holdings Corporation	\$40,215.03	Disallowed in its entirety and expunged
62.	Iron Mountain Information Management, LLC	17259	Florida Builder Appliances, Inc.	\$155.04	Disallowed in its entirety and expunged
63.	Iron Mountain Information Management, LLC	17892	Sears Holdings Management Corporation	\$265,987.90	Disallowed in its entirety and expunged
64.	Joseph J Duffy Company	10218	Sears, Roebuck and Co.	\$381.25	Disallowed in its entirety and expunged
65.	KPItarget, LLC.	4990	Sears Holdings Corporation	\$142,500.00	Disallowed in its entirety and expunged

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit 1 - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged					
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim
66.	MARYLAND WHOLESALE AUTOMOTIVE, LLC, DBA THE KEYLESS SHOP AT SEARS	10098	Sears Holdings Corporation	\$92,366.93	Disallowed in its entirety and expunged
67.	Microsoft Corporation	15257	Sears Holdings Corporation	\$237,275.00	Disallowed in its entirety and expunged
68.	Microsoft Corporation and Microsoft Licensing, GP	15480	Sears Holdings Corporation	\$35,120.34	Disallowed in its entirety and expunged
71.	Quinstreet INC	11035	Sears Home Improvement Products, Inc.	\$69,149.50	Disallowed in its entirety and expunged
72.	Quinstreet Inc.	5439	Sears Holdings Corporation	\$93,406.50	Disallowed in its entirety and expunged
73.	Rebuilding Together, Inc.	15240	Kmart Holding Corporation	-	Disallowed in its entirety and expunged
74.	Rebuilding Together, Inc.	15321	Kmart Corporation	-	Disallowed in its entirety and expunged
75.	Rebuilding Together, Inc.	15362	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged
76.	Rebuilding Together, Inc.	15638	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged
79.	ROUTE 66 HOLDINGS, LLC	12036	Kmart Corporation	\$54,093.87	Disallowed in its entirety and expunged
83.	Sears Home Appliance Showrooms, LLC	16810	Kmart Corporation	-	Disallowed in its entirety and expunged
84.	Sears Home Appliance Showrooms, LLC	16818	Sears Holdings Corporation	-	Disallowed in its entirety and expunged
85.	Sears Home Appliance Showrooms, LLC	16980	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged
86.	Sears Outlet Stores, L.L.C	16861	Kmart Corporation	-	Disallowed in its entirety and expunged
87.	Sears Outlet Stores, L.L.C.	17076	Innovel Solutions, Inc.	-	Disallowed in its entirety and expunged
88.	SEARS OUTLET STORES, L.L.C.	17091	Sears Holdings Corporation	-	Disallowed in its entirety and expunged
89.	Sears Outlet Stores, L.L.C.	17210	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged
90.	Sears Outlet Stores, LLC	17712	Sears, Roebuck de Puerto Rico, Inc.	-	Disallowed in its entirety and expunged
91.	Sears Outlet Stores, LLC	17717	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged
92.	Shaw, Alan	880	Sears Holdings Corporation	\$209,002.52	Disallowed in its entirety and expunged
93.	Shaw, Alan Frederick	11917	Sears Holdings Management Corporation	\$209,002.52	Disallowed in its entirety and expunged

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit 1 - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged

Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim
94.	Sitel Operating Corporation	10170	Sears Holdings Corporation	\$9,317,474.11	Disallowed in its entirety and expunged
95.	SPOTDOCTOR BUILDING SERVICES	11357	Sears Holdings Corporation	\$5,364.00	Disallowed in its entirety and expunged
96.	Strand, Donald T	16021	Sears Holdings Management Corporation	\$1,122,500.00	Disallowed in its entirety and expunged
97.	Teamsters Local Union No. 705	10194	Kmart Corporation	\$5,808.50	Disallowed in its entirety and expunged
98.	Telecheck Services, Inc.	16711	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged
99.	Telecheck Services, Inc.	16747	Sears Holdings Corporation	-	Disallowed in its entirety and expunged
100.	TM Telcomm Corp	4865	FBA Holdings Inc.	\$119,609.23	Disallowed in its entirety and expunged
101.	ValueLink LLC	16533	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged
102.	ValueLink LLC	17592	SHC Promotions LLC	-	Disallowed in its entirety and expunged
103.	Waste Management National Services, Inc	15095	Sears Home Improvement Products, Inc.	\$2,191,675.00	Disallowed in its entirety and expunged
104.	WASTE MANAGEMENT NATIONAL SERVICES, INC.	14770	Sears, Roebuck de Puerto Rico, Inc.	\$2,191,675.00	Disallowed in its entirety and expunged
105.	Waste Management National Services, Inc.	14868	Kmart Corporation	\$2,191,675.00	Disallowed in its entirety and expunged
106.	Waste Management National Services, Inc.	15074	Sears, Roebuck and Co.	\$2,191,675.00	Disallowed in its entirety and expunged
107.	Waste Management National Services, Inc.	15088	Innovel Solutions, Inc.	\$2,191,675.00	Disallowed in its entirety and expunged
108.	Waste Management of Michigan, Inc.	11247	Sears Holdings Corporation	\$2,038.82	Disallowed in its entirety and expunged